

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 8322
(SEALY RG VALLEY BUILDINGS, L.P.)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Sealy RG Valley Buildings, L.P. ("Sealy") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 8322 (Sealy RG Valley Buildings, L.P.) and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors, including Delphi Automotive Systems LLC ("DAS LLC"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Sealy filed proof of claim number 8322 against DAS LLC on June 21, 2006, which asserts an unsecured non-priority claim in the amount of \$66,906.91 (the "Claim") stemming from a nonresidential real property lease.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on February 26, 2007, Sealy filed Sealy RG Valley Buildings, L.P.'s Response To The Debtors' Ninth Omnibus Claims Objection (Docket No. 7045) (the "Response").

WHEREAS on May 3, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, DAS LLC and Sealy entered into a settlement agreement (the

"Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$66,906.91.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Sealy stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$66,906.91 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Sealy's Response to the Ninth Omnibus Claims Objection is hereby resolved by the terms contained herein.

So Ordered in New York, New York, this 10 day of May, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

/s/ Douglas T. Tabachnik

Douglas T. Tabachnik
LAW OFFICES OF DOUGLAS T.
TABACHNIK
37 Greenleaf Drive
Manalapan, New Jersey 07726-3705
(732) 792-2760

- and -

Andrea L. Niedermeyer
STUTZMAN, BROMBERG, ESSERMAN &
PLIFKA, A PROFESSIONAL
CORPORATION
2323 Bryan Street, Suite 2200
Dallas, Texas 75201
(214) 969-4900

Attorneys for Sealy RG Valley Buildings, L.P.